

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

COMPANY PETITION No 143 of 1997

in

COMPANY APPLICATION No 103 of 1997

WITH

COMPANY PETITIONS NO. 144 AND 145 OF 1997

For Approval and Signature:

Hon'ble MR.JUSTICE S.D.DAVE

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1. Whether Reporters of Local Papers may be allowed to see the judgements?
2. To be referred to the Reporter or not?
3. Whether Their Lordships wish to see the fair copy of the judgement?
4. Whether this case involves a substantial question of law as to the interpretation of the Constitution of India, 1950 of any Order made thereunder?
5. Whether it is to be circulated to the Civil Judge?

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HARSHA COMPONENT PVT.LTD.

Versus

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Appearance:

MRS SWATI SOPARKAR for Petitioner  
MR S.N. SOPARKAR FOR THE TRANSFEREE COMPANY  
MR PRANAV DESAI FOR S.B.S.  
CENTRAL GOVERNMENT STANDING COUNSEL

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CORAM : MR.JUSTICE S.D.DAVE

Date of decision: 22/09/97

ORAL JUDGEMENT

1. Present orders shall govern the disposal of these three Company Petitions.

2. These are the petitions filed by three companies namely, Harsha Component Private Limited, Rollers & Retainers Private Limited and Harsha Engineers Private Limited for amalgamation of the former two companies with the third one under Section 391 read with Section 394 of the Companies Act, 1956.

3. Harsha Component Private Limited and Rollers & Retainers Private Limited, the transferor companies are engaged in the business of manufacturing and supplying high precision bearing cages to original equipment manufacturers. The speciality of both the companies are different. One has specialised in taper bearing cages while the other in brass bearing cages. Harsha Engineers Private Limited, the transferee company is engaged in similar line of business with speciality in small taper bearings and ball bearing cages. All the three companies belong to the same management group. All three of the are profit making companies. The petitions give details of the advantages that would flow by virtue of the amalgamation of the three companies. The Scheme of Amalgamation has been approved by all the shareholders of all the companies in form of written consents. It is also approved by all the secured and unsecured creditors of the transferor company in form of written consents. After the petitions were admitted, they were advertised in the newspapers and no one has come forward opposing sanction of the Scheme of Amalgamation.

4. Notice of the petitions have been served upon the Central Government and Shri Haroobhai Mehta, Central Government Standing Counsel and Mr. Jayant N. Patel, Addl. Central Government Standing Counsel appearing for the Central Government have stated that they have no objection in sanctioning the Scheme of Amalgamation. Notice of the transferor companies has also been served upon the Official Liquidator as required under 2nd proviso to Section 394(1) of the Act and the Official Liquidator has filed his Report dated 19th June, 1997 stating that the affairs of the transferor company have not been conducted in a manner prejudicial to its members or to public interest.

5. I have heard Smt. Swati S. Soparkar, learned Advocate for the transferor companies, Shri Saurabh N. Soparkar, learned Advocate for the transferee company and Mr. Pranav Desai for State Bank of India. Having gone

through the petitions, I am satisfied that amalgamation would be in the interest of the companies and their members. Under the circumstances, the Scheme of Amalgamation (Annexure-C to the petitions) is sanctioned. In all the petitions, prayers in terms of paragraph 14(A) are granted.

6. The petitions are disposed of accordingly. So far as the costs to be paid to the Central Government Standing Counsels are concerned, I quantify the same at Rs.2500/- in one set to be paid to each of the Counsel Shri Mehta as also Shri Jayant Patel.

( S.D. DAVE, J. )

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